

B210  
(12/04)

**UNITED STATES BANKRUPTCY COURT**  
**Southern District of New York**

In re: **Delphi Corp.**


Case No. **05-44481**  
(Jointly Administered)  
Court ID (Court use only) \_\_\_\_\_

**NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed.R.Bankr.P., of the transfer, other than for security, of the claim referenced in this notice.

<b>SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD</b> Name of Transferee	<b>Wisconsin Electrical Power Company (a/k/a WE Energies)</b> Name of Transferor
Name and Address where notices to transferee should be sent <b>SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD</b> <b>Two Greenwich Plaza, 1<sup>st</sup> Floor</b> <b>Greenwich, CT 06830</b> <b>Attn: Irene Wu</b>	Court Record Address of the transferor (Court Use Only)
Last Four Digits of Acct. #: _____	Last Four Digits of Acct. #: _____
<b>Transfer Amount: \$415,675.19</b>	
Name and Address where transferee payments should be sent (if different from above)  <b>SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD</b> <b>Two Greenwich Plaza, 1st Floor</b> <b>Greenwich, CT 06830</b> <b>Attn: Irene Wu</b>	Name and Current Address of transferor  <b>WE Energies</b> <b>333 W. Everett St.</b> <b>Milwaukee, WI 53203</b> <b>Attn: Peter Miskov</b>
Phone: <b>203-542-4061</b> <b>203-542-4161</b>	Phone: <b>414-221-3792</b>
Last Four Digits of Acct #: _____	Last Four Digits of Acct #: _____
Court Claim # (if known): 1047 Date Claim Filed: 12-6-2005	

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:  **Irene Wu**

Date: **May 10, 2007**

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**~DEADLINE TO OBJECT TO TRANSFER~**

The transferor of claim named above is advised that this Notice of transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

CLERK OF THE COURT

**EXHIBIT A TO  
ASSIGNMENT OF CLAIM**

**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **WISCONSIN ELECTRIC POWER COMPANY (A/K/A WE ENERGIES)** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$415,675.19 (the "Assigned Claim"), against Delphi Automotive Systems, LLC ("Debtor"), the debtor-in-possession in Case No. 05-44640 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim, particularly Proof of Claim No. 1047.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on March 21, 2007.

**WISCONSIN ELECTRIC POWER COMPANY  
(A/K/A WE ENERGIES)**

By: Jeffrey West  
Name of person signing Jeffrey West  
Title of person signing Treasurer

03/20/2007

14:32

WE ENERGIES → 912035424151

NO. 163 0002

Wisconsin Legal Bank Co., Inc.  
Milwaukee, WI

No. 515 Proof of Claim

FORM 910  
(8/50)

## FORM 10. PROOF OF CLAIM

<b>United States Bankruptcy Court</b>		<b>PROOF OF CLAIM</b>	
SOUTHERN District of NEW YORK		Case Number	
In re (Name of Debtor) DELPHI AUTOMOTIVE SYSTEMS LLC 38-3431131		05-44640-RDD-11	
Note: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or entity to whom the Debtor owes money or property) Wisconsin Electric Power Company		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name of Addresses Where Notices Should be Sent WE ENERGIES 333 W EVERETT ST RM A130 ATTN: ELAINE BERONJA MILWAUKEE, WI 53203 Telephone No. (414)-221-3221		THIS SPACE IS FOR COURT USE ONLY	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 7483-212-029			
1. BASIS FOR CLAIM <input checked="" type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe briefly)		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date)	
2. DATE DEBIT WAS INCURRED 10/8/05		3. IF COURT JUDGMENT, DATE OBTAINED:	
4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describes your claim and STATE THE AMOUNT OF THE CLAIM.			
<input type="checkbox"/> SECURED CLAIM \$ Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of arrearage and other charges included in secured claim above, in any \$ _____		<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$2,000), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$900 of deposits towards purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other - 11 U.S.C. §§ 507(a)(2), (a)(5) - (Describe briefly)	
<input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ 415,675.19 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.			
5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 415,675.19 (Unsecured) (Secured) (Priority)		\$ 415,675.19 (Total)	
<input type="checkbox"/> Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY	
7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date: 11/23/05 Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). Elaine Beronja, Bankruptcy Coordinator		RECEIVED 11-23-05 CLAIMS PROCESSING CENTER USBC, SDNY	